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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 311-
CONTACT: RAY STORMONT
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((H95000008341)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: J.R. GROVE, INC.
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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Moortham
Secretary of State

July 28, 1995

EMPIRE

MIAMI, FL

SUBJECT: J.R. GOVE, INC.
REF: W95000015255

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

JAN-17-1900 16:50 FROM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

J.R. GROVE, INC.

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: J.R. GROVE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

a: To operate as owner, lessee, sub-lessee, franchisee or any other legal arrangement any type of business in the State of Florida.

b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

PREPARED BY:
CARLOS R. BUSQUETS, ESQ.
780 N.W. LE JEUNE ROAD
SUITE 517
MIAMI, FLORIDA 33126
FLORIDA BAR NO. 205370
PHONE: (305) 448-1200

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c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.

The street address of the corporation's initial registered office and principal office is: 1708 FERDINAND Coral Gables, Fl. 33134 and the name of the initial

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registered agent of the corporation at that office is:
RUBEN BARGUEIRAS

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Directors initially.
The number of Directors may be either increased or diminished
from time to time by the bylaws. The names and addresses of
the initial Directors of this Corporation until the first
annual meeting of shareholders or until their successors are
elected and qualified are:

N A M E	A D D R E S S
RUBEN BARGUEIRAS	1708 FERDINAND STREET CORAL GABLES, FL. 33134

ARTICLE IX - INCORPORATOR

The name and address of the person signing these
Articles is:

N A M E	A D D R E S S
RUBEN BARGUEIRAS	1708 FERDINAND STREET CORAL GABLES, FL. 33134

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal
any provisions contained in these Articles of Incorporation,
or any amendment hereto, and any right conferred upon the
shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 26th day of July, 1995.


RUBEN BARGUEIRAS

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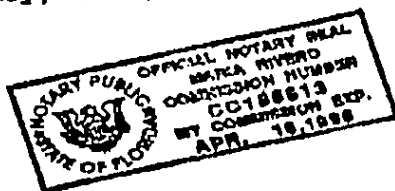
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STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared RUBEN BARGUEIRAS, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.
 () who is personally known to me or () who has produced as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 26th day of July, 1994.



Maria Rivera
 NOTARY PUBLIC, STATE OF FLORIDA
 MARIA RIVERO
 PRINT NAME:

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR: J.R. GROVE, INC., AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED THIS 26th DAY OF JULY, 1994.

Ruben Bagueiras
 (REGISTERED AGENT)
 RUBEN BARGUEIRAS

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 TALLAHASSEE, FLORIDA

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